

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CARLA WOODS and JEFFERY GOLDBERG, as :
Stockholders' Representative and Trustees of the : **PERMANENT**
Bionics Trust, : **INJUNCTION**
Plaintiff, :
: 06 Civ. 5380 (AKH)
-against- :
: BOSTON SCIENTIFIC CORPORATION, :
: Defendant. :
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ALVIN K. HELLERSTEIN, U.S.D.J.:

Upon the Report and Recommendation dated November 1, 2006 of United States Magistrate Judge Theodore H. Katz, adopted after de novo review and upon my Amended Opinion and Order dated February 9, 2007, and upon the preliminary injunction, issued February 20, 2007, and upon my Orders dated March 9, 2007 and April 23, 2007, having held that Defendant Boston Scientific Corporation breached the Agreement and Plan of Merger among Boston Scientific Corporation, Scimed Life Systems, Inc., Claude Acquisition Corp., Advanced Bionics Corporation, Bionics Trust and Alfred E. Mann, Jeffrey H. Greiner, and David MacCallum, Collectively in Their Capacity as Stockholders' Representative Dated as of May 28, 2004 ("Merger Agreement"), and that there exists no adequate remedy at law, and that Plaintiffs are entitled to injunctive relief as provided below, and that no triable issues of material and relevant fact remain, IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. Boston Scientific Corporation and its officers, agents, servants, employees, attorneys, successors and assigns, and all persons, firms and corporations in active concert or participation with Boston Scientific who receive actual notice of this

order by personal service or otherwise, are permanently enjoined, individually, jointly and severally, from: (A) terminating Alfred E. Mann and/or Jeffrey H. Greiner as co-Chief Executive Officers of Advanced Bionics Corporation (“Bionics”), or taking any action intended to cause, or which the enjoined defendants believe will have the effect of causing, Mann or Greiner to leave Bionics, other than, in good faith and pursuant to the Merger Agreement, presenting a proposal to the Executive Board to terminate Mann and/or Greiner, and, if that does not succeed, instituting and completing the dispute resolution procedures in Section 5.04(g)(i) of the Merger Agreement; and (B) in the event that James Tobin (or his successor as Chief Executive Officer) acts to terminate Mann and/or Greiner as co-chief executive officer after the dispute resolution process of Section 5.04(g)(i) of the Merger Agreement is complete, taking any action to prevent either or both Mann and/or Greiner from continuing in the functioning of the duties and responsibilities of their office until Mann and Tobin (or his successor as Chief Executive Officer) mutually agree on the identity of Mann’s and/or Greiner’s successor.

2. The Court will retain jurisdiction in order to enforce the terms of the injunction.

SO ORDERED.

Dated: New York, New York
April 23, 2007



ALVIN K. HELLERSTEIN
United States District Judge